



CITY OF SOUTH BEND

REDEVELOPMENT AUTHORITY

Agenda

Scheduled Meeting
February 10, 2023 – 10:00 am
BPW Conference Room, 13th Floor or via: <http://tiny.cc/RDA21023>

1. Roll Call

2. Election of Officers

3. Approval of Minutes

A. Approval of Minutes of the Scheduled Meeting December 19, 2022

4. New Business

A. Resolution No. 214 (Accepting Transfer of Roads)

B. Resolution No. 215 (Bond Resolution SB 2023 Projects Financing)

5. Adjournment



CITY OF SOUTH BEND

REDEVELOPMENT AUTHORITY

December 19, 2022 – 2:00 pm
BPW Conference Room, 13th Floor or via: http://tiny.cc/RDA_

The meeting was called to order at 2:00 pm

1. ROLL CALL

Members Present: Richard Klee, President
Erin Linder Hanig, Vice-President
Anthony Fitts, Secretary

Redevelopment Staff: Mary Brazinsky, Board Secretary

Legal Counsel: Sandra Kennedy, Esq.
Danielle Campbell, Esq.

Attending: Caleb Bauer, Executive Director DCI
Randy Rampola, Barnes & Thornburg
Matt Eckerle, Baker Tilly

2. APPROVAL OF MINUTES

A. Approval of Minutes of the Regular Meeting of January 19, 2022

Upon a motion by Erin Linder Hanig, Vice-President seconded by Anthony Fitts, Secretary, the motion carried unanimously, the Authority approved the Minutes of the Meeting of January 19, 2022.

3. NEW BUSINESS

A. Resolution No. 213 (Approving Lease and Determining to Issue Bonds COSB 2023 Projects Financing)

Caleb Bauer Presented Resolution No. 213 (Approving Lease and Determining to Issue Bonds COSB 2024 Projects Financing). Mr. Bauer introduced himself and Randy Rampola from Barnes and Thornburg, which is bond council for the city.

Randy Rampola introduced Resolution 213 which is an initial resolution that provides for lease financing for two series of bonds. The first series of bonds would be for improvements in the River West and River East TIF districts. The second series of bonds would be for a project at Beacon Memorial. The bonds would be a maximum principal amount of \$64M (that is not to exceed amount). We expect slightly less than that amount. This resolution also approves a form of lease between yourselves as lessor and the Redevelopment Commission as lessee. A portion of Portage Avenue would serve as the lease premises and the lease will allow you as the Redevelopment Authority to issue bonds. Those bonds would be payable from lease payments at the Redevelopment Commission which is set up for a maximum lease term of 20 years and maximum lease rental of \$10M annually. We anticipate the lease term to be slightly less and are hopeful the maximum resort will be significantly less than that. These are parameters.

The chief revenue is projected to be more than sufficient to cover the debt service on the bonds. In fact, the coverage, meaning the excess money that would be left every year after all the debt services paid is in excess of 200%. There is certainly enough TIF to cover, but Baker Tilly, the municipal advisor's recommendation as well that and the city desires to do this is to utilize the tax levy as a backup. What the backup allows is the bonds to be issued at the lowest possible interest rate in the market because that tax levy allows the backup, the prospect of that allows these bonds to be sold at a better rating which will provide for a lower interest rate.

There are two series of bonds. The first series would be tax exempt or is anticipated to be tax exempt, meaning they would be even a lower interest rate. The second series would be applicable for the Beacon project. Currently we're contemplating them being taxable issued on a taxable basis, in part because of how the proceeds may be used, those might be at a slightly higher interest rate. Many of the projects are scheduled to begin in the spring. The second series of bonds are the Beacon project would be issued at a later date; there is some flexibility with respect to the maximum lease rental, because there's a built-in assumption as far as an interest rate that we would anticipate the rates would be lower.

Secretary Fitts asked if the series A bonds collateral River East and River West TIF projects.

Mr. Rampola answered that is correct for both of the bond series. The bonds will be issued separately due to timing.

Secretary Fitts asked if we have a list of allocation River East vs. River West.

Mr. Bauer noted that the total lease rental payments would be about \$31M over the lifetime of the lease rental from River West and \$21M coming out of River East. Series B is coming solely out of River West.

Secretary Fitts, what difference are we seeing between tax exempt and taxable?

Mr. Eckerle notes that we are looking a little under 2% but we are adding plenty of cushion for a conservative approach.

Secretary Fitts asked about the tax rate.

Mr. Eckerle stated from the 4 1/2% of the short end to 5.9% on the long end. Averaging somewhere in the low fives on that assumption and on the taxable and we're looking at about 6 1/2% on the short maturities, 7.6% on the long maturities averaging.

Mr. Rampola noted that the Redevelopment Commission had approved the leases unanimously earlier.

Mr. Bauer walked the commissioners through a PowerPoint Presentation showing the projects and focus for the bonds. (Listed online).

Secretary Fitts asked if we were comfortable with the way that the bonds are structured that there will be enough coverage in the timing gaps and phases.

Mr. Bauer noted that is correct. The contribution to this is really the building blocks of the remaining development.

Upon a motion by Erin Linder Hanig, Vice-President seconded by Anthony Fitts, Secretary, the motion carried unanimously, the Authority approved Resolution No. 213 (Approving Lease and Determining to Issue Bonds COSB 2024 Projects Financing) on December 19, 2022.

5. ADJOURNMENT

The Authority adjourned the meeting at 2:25pm.

Anthony Fitts, Secretary
South Bend Redevelopment Authority

Rick Klee, President
South Bend Redevelopment Authority

RESOLUTION NO. 214**A RESOLUTION OF THE SOUTH BEND REDEVELOPMENT AUTHORITY
ACCEPTING THE TRANSFER OF REAL PROPERTY FROM THE CITY OF SOUTH
BEND, INDIANA BOARD OF PUBLIC WORKS**

WHEREAS, the South Bend Redevelopment Authority (the “Authority”) has been created pursuant to Indiana Code 36-7-14.5 as a separate body, corporate and politic, and as an instrumentality of the City of South Bend, Indiana (the “City”), is authorized to hold and dispose of real property pursuant to Indiana Code Section 36-7-14.5-12(a)(4) and (5), and is authorized to receive such property from another governmental entity pursuant to Indiana Code Section 36-1-11-8; and

WHEREAS, the City of South Bend, Indiana, Board of Public Works (the "Board of Public Works") exists pursuant to I.C. § 36-4-9-5, holds real property owned by the City of South Bend, Indiana (the "City") pursuant I.C. § 36-9-6-3, and is authorized to transfer such property to another governmental entity pursuant to I.C. § 36-1-11-8; and

WHEREAS, the City has determined to undertake certain (a) local public improvement projects in the River West Development Area consisting of all or any portion of the following: (i) River Bridge Connector (plus Madison) to South Bend-Notre Dame Trail which consists of Phase 3 of the trail project (the “Trail Project”) to construct a pedestrian bridge to connect the trail from the University of Notre Dame campus to the City’s downtown, and any related improvements; (ii) Linden improvements which consists of streetscape improvements in coordination with the Martin Luther King Jr. Dream Center, from College to Birdsell, including improvements for bikes and pedestrians, and any related improvements; (iii) Kennedy Park improvements which consist of natural and aquatic improvements to the existing park and any related improvements to increase accessible recreation resources on the west side of the City; (iv) South East Park improvements which consist of improvements to the park, including splashpad improvements and playground resurfacing, and any related improvements; (v) Martin Luther King Jr. Dream Center improvements which consist of exterior park redevelopment, including without limitation splashpad, playground, basketball court, other related park amenity improvements, and any related improvements; (vi) Rum Village Park Plan improvements which consist of enhancements to the historic pavilion and the Park including exterior restoration and stabilization of the fieldstones, broad arches, and courtyard, and any related improvements; and (vii) all projects related to any of the projects described in clauses (i) through and including (vi) (clauses (i) through and including (vii), collectively, the “River West Improvements”), (b) other local public improvements in the River West Development Area to support and provide incentives to foster the development of the Beacon Integrated Health and Lifestyle District project, said project having been awarded up to a \$11,780,000 Regional Economic Acceleration and Development Initiative grant by the South Bend-Elkhart Regional Development Authority, which local public improvements include, without limitation, site work, construction of up to two (2) public parking garages and a skyway improvement, and any projects related to the foregoing (collectively, the “Beacon District Improvements”), and (c) local public improvement projects in the River East Development Area consisting of all or any portion of the following: (i) LaSalle Streetscape which consists of a road diet with a focus on bike and pedestrian improvements from Martin Luther King Boulevard to Eddy Street and any related improvements; (ii) Hill Street Trail

(South Bend Avenue to LaSalle Street) which consists of Phase 2 of the Trail Project to construct a shared use path and any related improvements to improve bicycle and pedestrian facilities between the University of Notre Dame campus and the City's downtown; (iii) South Bend Avenue (Hill Street to Notre Dame Avenue) and Hill Street Intersection which consists of Phase 1 of the Trail Project to construct a shared use path and any related improvements to improve bicycle and pedestrian facilities between the University of Notre Dame campus and the City's downtown; (iv) Mishawaka Avenue Streetscape Improvements which consist of a road diet and improved parking from Longfellow Street to Emerson Street, storm sewer separation, and any related improvements; (v) Coquillard Splashpad which consists of upgrading the splashpad at Coquillard Park to modern health, safety, and experiential standards, and any related improvements; and (vi) all projects related to any of the projects described in clauses (i) through and including (v) (clauses (i) through and including (vi), collectively, the "River East Projects" and collectively with the River West Projects and the Beacon District Improvements, the "Projects"); and

WHEREAS, the Common Council of the City has adopted Resolution No. 23-02, approving of the issuance of the Bonds by the Authority, pursuant to Indiana Code 36-7-14.5-19 and the execution and delivery of the Lease, as approved by the Authority and the Redevelopment Commission (the "Commission"), pursuant to Section 25.2 of the Act, in order to provide for the financing of the Projects, all upon the following conditions: (a) the maximum aggregate principal amount of the Bonds shall not exceed \$69,000,000; (b) the Bonds shall have a final maturity date which is not later than twenty (20) years from the date of their issuance; (c) the maximum annual lease rental payment during the term of the Lease shall not exceed \$10,500,000; (d) the maximum interest rate on any tax-exempt series of the Bonds shall not exceed seven and one-half percent (7.50%) per annum and on any taxable series of the Bonds the maximum interest rate shall not exceed nine percent (9.00%) per annum; (e) the Bonds will be subject to optional redemption prior to maturity not earlier than five (5) years after the date of issuance of the Bonds; (f) the maximum term of the Lease shall not exceed twenty (20) years; and (g) interest on the Bonds may be capitalized or paid from the proceeds of the Bonds for a period up to three (3) years from the date of issuance of the Bonds based upon the recommendation of the Municipal Advisor; and

WHEREAS, in order to provide a source of funding to pay the principal of and interest on the Bonds when due, the Authority and Commission have authorized a form of Lease dated as of December 19, 2022 (the "Lease") providing for the lease of certain property in the City as more fully described in the Lease (the "Leased Premises"); and

WHEREAS, the Authority desires to acquire an interest in the Leased Premises for the purpose of leasing the Property pursuant to the terms of the Lease; and

WHEREAS, the Board of Public Works holds certain real property located in the City described in Exhibit A (the "Property"); and **WHEREAS**, in order to effectuate the bond transaction, the Board of Public Works desires to convey the Property to the Authority pursuant to I.C. § 36-1-11-8 and subject to the terms of this Resolution.

NOW, THEREFORE, BE IT RESOLVED BY THE SOUTH BEND REDEVELOPMENT AUTHORITY AS FOLLOWS:

1. The Authority hereby accepts the transfer of the Property from the Board of Public Works in accordance with I.C. § 36-1-11-8, the Act, pursuant to a quit claim deed in a form substantially similar to the document attached hereto as Exhibit A, conveying all of the Board of Public Works' right, title, and interest in the Property to the Authority.
2. The Authority authorizes Joseph Molnar of the City's Department of Community Investment to deliver the Deed for recordation to the Office of the Recorder of St. Joseph County, Indiana and execute any other document necessary to affect the Authority's acceptance of the Property from the Board of Public Works.
3. This Resolution will be in full force and effect upon its adoption by the Authority.

Signature Page Follows

ADOPTED at a meeting of the South Bend Redevelopment Authority held on February 10, 2023.

SOUTH BEND REDEVELOPMENT AUTHORITY

Mr. Anthony Fitts, President

ATTEST:

Ms. Erin Hanig, Secretary

EXHIBIT A

Quitclaim Deed

Description of Property. All of the City's interest in all or a portion of the Property which consists of Portage Avenue from its intersection with Cleveland Road to its intersection with Angela Boulevard, as more particularly described below:

[The legal description will be included here for the Property prior to recording.]

RETURN TO:
City of South Bend
227 W Jefferson Blvd., Ste 1400S
South Bend, IN 46601

AUDITOR'S RECORD: _____
TRANSFER NO. _____
TAXING UNIT: _____
PARCEL NO. N/A

QUITCLAIM DEED

THIS INDENTURE WITNESSETH THAT Civil City of South Bend, Indiana, by and through its Board of Public Works (the "Grantor")

CONVEYS AND QUITCLAIMS TO the South Bend Redevelopment Authority (the "Grantee"), for and in consideration of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, the real estate located in St. Joseph County, Indiana, and more particularly described in attached Exhibit 1 (the "Property").

Grantor hereby conveys the Property subject to all covenants, restrictions, easements, and other matters of record.

The undersigned persons executing this Quitclaim Deed on behalf of the Grantor represent and certify that each has been fully empowered and authorized to execute this Quitclaim Deed and that all action necessary to complete this conveyance on Grantor's behalf has been duly taken.

[Signature page follows.]

Dated this ____ day of ____ 2023.

GRANTOR:
Civil City of South Bend, Indiana, by and through its
Board of Public Works

By: _____
Elizabeth A. Maradik, President

ATTEST:

By: _____
Theresa M. Heffner, Clerk

STATE OF INDIANA)
) SS:
ST. JOSEPH COUNTY)

Before me, the undersigned, a Notary Public for and in said County and State this ____ day of _____ 2022 appeared Elizabeth A. Maradik and Laura Hensley, known to me to be, respectively, President and Acting Clerk of the City of South Bend, Indiana, Board of Public Works, the Grantor, and acknowledged the execution of the foregoing Quit Claim Deed, being authorized pursuant to Resolution No. _____.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my official seal.

_____, Notary Public
Resident of _____ County, _____

Commission expires: _____

I affirm, under the penalties for perjury, that I have taken reasonable care to redact each Social Security number in this document, unless required by law. Jenna K. Throw

Prepared by Jenna K. Throw, Assistant City Attorney, 1200 S. County-City Building, 227 W. Jefferson Blvd., South Bend, Indiana 46601

RESOLUTION NO. 215**A RESOLUTION OF THE SOUTH BEND REDEVELOPMENT AUTHORITY
AUTHORIZING THE ISSUANCE OF SOUTH BEND REDEVELOPMENT
AUTHORITY LEASE RENTAL REVENUE BONDS OF 2023 IN ONE OR MORE
SERIES AND ALL MATTERS RELATED THERETO**

WHEREAS, the South Bend Redevelopment Authority (the “Authority”) has been created pursuant to Indiana Code 36-7-14.5 (the “Act”) as a separate body corporate and politic serving as an instrumentality of the City of South Bend, Indiana (the “City”) to finance local public improvements for lease to the South Bend Redevelopment Commission (the “Commission”); and

WHEREAS, the City has determined to undertake certain (a) local public improvement projects in the River West Development Area consisting of all or any portion of the following: (i) River Bridge Connector (plus Madison) to South Bend-Notre Dame Trail which consists of Phase 3 of the trail project (the “Trail Project”) to construct a pedestrian bridge to connect the trail from the University of Notre Dame campus to the City’s downtown, and any related improvements; (ii) Linden improvements which consists of streetscape improvements in coordination with the Martin Luther King Jr. Dream Center, from College to Birdsell, including improvements for bikes and pedestrians, and any related improvements; (iii) Kennedy Park improvements which consist of natural and aquatic improvements to the existing park and any related improvements to increase accessible recreation resources on the west side of the City; (iv) South East Park improvements which consist of improvements to the park, including splashpad improvements and playground resurfacing, and any related improvements; (v) Martin Luther King Jr. Dream Center improvements which consist of exterior park redevelopment, including without limitation splashpad, playground, basketball court, other related park amenity improvements, and any related improvements; (vi) Rum Village Park Plan improvements which consist of enhancements to the historic pavilion and the Park including exterior restoration and stabilization of the fieldstones, broad arches, and courtyard, and any related improvements; and (vii) all projects related to any of the projects described in clauses (i) through and including (vi) (clauses (i) through and including (vii), collectively, the “River West Improvements”), (b) other local public improvements in the River West Development Area to support and provide incentives to foster the development of the Beacon Integrated Health and Lifestyle District project, said project having been awarded up to a \$11,780,000 Regional Economic Acceleration and Development Initiative grant by the South Bend-Elkhart Regional Development Authority, which local public improvements include, without limitation, site work, construction of up to two (2) public parking garages and a skyway improvement, and any projects related to the foregoing (collectively, the “Beacon District Improvements”), and (c) local public improvement projects in the River East Development Area consisting of all or any portion of the following: (i) LaSalle Streetscape which consists of a road diet with a focus on bike and pedestrian improvements from Martin Luther King Boulevard to Eddy Street and any related improvements; (ii) Hill Street Trail (South Bend Avenue to LaSalle Street) which consists of Phase 2 of the Trail Project to construct a shared use path and any related improvements to improve bicycle and pedestrian facilities between the University of Notre Dame campus and the City’s downtown; (iii) South Bend Avenue (Hill Street to Notre Dame Avenue) and Hill Street Intersection which consists of Phase 1 of the Trail Project to construct a shared use path and any related improvements to improve bicycle and pedestrian facilities between the University of Notre Dame campus and the City’s downtown; (iv) Mishawaka Avenue Streetscape Improvements which consist of a road diet and improved parking from Longfellow Street to Emerson Street, storm sewer separation, and any related improvements; (v) Coquillard Splashpad

which consists of upgrading the splashpad at Coquillard Park to modern health, safety, and experiential standards, and any related improvements; and (vi) all projects related to any of the projects described in clauses (i) through and including (v) (clauses (i) through and including (vi), collectively, the “River East Projects” and collectively with the River West Projects and the Beacon District Improvements, the “Projects”); and

WHEREAS, on December 19, 2022, at a duly advertised and noticed public meeting, the Authority did adopt its Resolution No. 213, whereby the Authority indicated its intent to issue its South Bend Redevelopment Authority Lease Rental Revenue Bonds of 2023 in one (1) or more series (the “Bonds”) to finance all or a portion of (i) the costs of the Projects; (ii) a debt service reserve fund or paying the cost of a reserve surety, if necessary, in connection with the issuance of the Bonds; and (iii) costs incurred in connection with the issuance of the Bonds; and

WHEREAS, the Authority now seeks to duly authorize the issuance of the Bonds pursuant to the Act to provide funds for the payment of the costs of funding a portion of the Projects, a reserve fund or paying the cost of a reserve surety, if necessary, and the costs of issuance of the Bonds and to authorize and approve such actions as may be necessary to provide for the sale and issuance of the Bonds;

NOW, THEREFORE, BE IT RESOLVED BY THE SOUTH BEND REDEVELOPMENT AUTHORITY, AS FOLLOWS:

SECTION 1. In order to pay and finance the costs of the Projects, funding a reserve fund, if necessary, and the costs of issuing the Bonds, the Authority shall borrow an amount not to exceed Sixty-nine Million Dollars (\$69,000,000) through the issuance and sale of its Bonds. The maximum interest rate on any tax-exempt series of the Bonds shall not exceed seven and one-half percent (7.50%) per annum and on any taxable series of the Bonds the maximum interest rate shall not exceed nine percent (9.00%) per annum. The Bonds shall mature on February 1 and August 1 of each year, beginning not earlier than August 1, 2023, with a maximum term of not to exceed twenty (20) years, as finally set forth in the Indenture (as defined herein) at the time of the execution and delivery of the Bonds to the purchaser or purchasers thereof. Interest on the Bonds shall be payable semiannually on February 1 and August 1 of each year beginning not earlier than August 1, 2023.

SECTION 2. The Bonds shall be subject to optional redemption by the Authority prior to maturity on any date no sooner than five (5) years after the date of issuance of the Bonds, on thirty days’ notice, in whole or in part, in order of maturity as determined by the Authority, and by lot within a maturity, at face value plus accrued interest to the date fixed for redemption. The Bonds may be subject to mandatory sinking fund redemption if so determined by the winning bidder for the Bonds. The final redemption terms shall be as set forth in the Indenture at the time of the execution and delivery of the Bonds to the purchaser or purchasers thereof.

SECTION 3. The Authority hereby appoints U.S. Bank Trust Company, National Association, to serve as trustee (the “Trustee”) for the Bonds to be issued by the Authority. The Trustee shall be charged with and shall by the Indenture (defined herein) undertake the duties and responsibilities customarily associated with such position, as evidenced by the Indenture.

SECTION 4. The Bonds shall be issued in accordance with and shall be secured by a Trust Indenture to be dated as of the first day of the month in which the Bonds are issued (the

“Indenture”), between the Authority and the Trustee, and the President and/or Vice-President and/or the Secretary-Treasurer of the Authority are hereby authorized to approve and execute the form of the Indenture containing provisions necessary or appropriate to effectuate these resolutions and to consummate the sale and issuance of the Bonds, said officers’ execution and attestation thereof to be conclusive evidence of their approval of such Indenture. In the event the Bonds are sold in more than one (1) series, the additional series of Bonds shall be issued in accordance with a supplemental indenture supplementing and amending the Indenture as necessary to provide for the issuance of each series of Bonds, and the President and/or Vice President and/or Secretary/Treasurer of the Authority are hereby authorized to approve and execute the form or forms of supplemental indenture containing provisions necessary or appropriate to effectuate these resolutions and to consummate the sale and issuance of such additional series of Bonds, said officers’ execution and attestation thereof to be conclusive evidence of their approval of such supplemental indenture or indentures. Upon execution, the Secretary-Treasurer is authorized and directed to place a copy of the Indenture or any supplemental indentures in the minute book immediately following the minutes of this meeting and said Indenture or any supplemental indentures are made a part of this Resolution as if the same were fully set forth herein.

SECTION 5. The Authority hereby directs Baker Tilly Municipal Advisors, LLC, as municipal advisor to the Authority (the “Municipal Advisor”) to prepare an Official Statement for the Bonds (or each series thereof) for distribution to potential bidders on the Bonds (or each series thereof). The President or any other Officer of the Authority is hereby authorized to approve the Official Statement and the President or any other Officer of the Authority is hereby authorized to deem and determine the Preliminary Official Statement as the Near Final Official Statement with respect to the Bonds (or each series thereof) for purposes of SEC Rule 15c2-12 (the “Rule”), subject to completion in accordance with such Rule and in the manner acceptable to such Officer of the Authority, and to place the Preliminary Official Statement into final form as the Final Official Statement (the “Final Official Statement”). The President or any other Officer of the Authority is authorized to sign the Final Official Statement and by such signature approve its distribution.

SECTION 6. The Authority authorizes the Bonds to be sold either by a competitive sale or a negotiated sale as provided herein. The Authority hereby authorizes the Controller of the City (the “Controller”) to act on behalf of the Authority with respect to all actions necessary to provide for the sale of the Bonds. The Controller, upon consultation with the Municipal Advisor, may determine to sell the Bonds through a competitive sale. In the event the Bonds are sold by a competitive sale, the Controller shall cause to be published a notice of intent to sell once each week for two weeks in the *South Bend Tribune* and the *Indianapolis Business Journal*. The notice must state that any person interested in submitting a bid for the Bonds may furnish in writing at the address set forth in the notice, the person's name, address, and telephone number, and email address. The notice must also state: (1) the amount of the Bonds to be offered; (2) the denominations; (3) the dates of maturity; (4) the maximum rate or rates of interest; (5) the place of sale, and (6) the time within which the name, address and telephone number must be furnished, which must not be less than seven (7) days after the last publication of the notice. Each person so registered shall be notified of the final principal maturity schedule and of the date and time bids will be received not less than twenty-four (24) hours before the date and time of sale. The notification shall be made by telephone at the number furnished by the person, and also by email if the person furnishes an email address.

All bids for Bonds shall be sealed and shall be presented to the Municipal Advisor, acting

on behalf of the Controller at the office of the Municipal Advisor, and the Municipal Advisor, acting on behalf of the Controller, shall continue to receive all bids offered until the hour fixed for the sale of the Bonds, at which time and place such bids shall be opened and considered. Bidders for the Bonds shall be required to name the rate or rates of interest which the Bonds are to bear, not exceeding the maximum rate set forth herein. Bids specifying more than one interest rate shall also specify the amount and maturities of the Bonds bearing each rate, and all Bonds maturing on the same date shall bear the same single rate of interest. Such rate or rates of interest shall be in multiples of one-eighth (1/8), one-twentieth (1/20), or one-hundredth (1/100) of one percent (1%). Subject to the provisions contained below, the Controller shall award the Bonds to the bidder offering the lowest true interest cost to the Authority which is that rate which, when used to compute the total present value as of the date of delivery of the Bonds of all debt service payments on the Bonds on the basis of semiannual compounding, produces an amount equal to the sum of the par value of the Bonds minus any premium bid plus any discount. No bid for less than ninety-nine percent (99.0%) of the aggregate principal amount of the Bonds being sold, plus accrued interest at the rate or rates named to the date of delivery, will be considered. The Controller shall have full right to reject any and all bids. In the event no acceptable bid is received at the time fixed for the sale of said Bonds, the Municipal Advisor, acting on behalf of the Controller, shall be authorized to continue to receive bids from day to day thereafter for a period not to exceed thirty (30) days, without re-advertising; provided, however, that if said sale be continued, no bid shall be accepted which offers an interest cost which is equal to or higher than the best bid received at the time fixed for the sale of the Bonds. At the election of the Authority, the winning bidder will be notified and instructed to submit a good faith deposit (the "Deposit") in the form of either a certified check or cashier's check or wire transfer in the amount of one percent (1%) of the principal amount of the Bonds being sold to such winning bidder made payable to the order of the Authority not later than 3:00 p.m. (EST) on the next business day following the award. If such Deposit is not received by that time, the Controller, acting on behalf of the Authority, may reject the bid. No interest on the Deposit will accrue to the successful bidder. The Deposit will be applied to the purchase price of the Bonds. In the event the successful bidder fails to honor its accepted bid, the Deposit will be retained by the Authority as liquidated damages.

Notwithstanding anything in this Resolution to the contrary and in lieu of a competitive sale of the Bonds pursuant to this Section, the Controller, upon consultation with the Municipal Advisor, may determine to provide for the Bonds to be sold through a negotiated sale in the manner and upon the terms and conditions set forth in a purchase agreement between the Authority and an underwriter, bank, financial institution or other purchaser (the "Purchaser") to be selected by the Controller, at such prices and on such terms as may be determined at the time of such sale and approved by the Controller. In the event of a negotiated sale, the Controller is hereby authorized to approve and execute a bond purchase agreement (the "Purchase Agreement") on behalf of the Authority for the Bonds with the Purchaser, in a form and substance approved by the Controller, such approval to be conclusively evidenced by the execution thereof. Such Purchase Agreement may set forth the definitive terms and conditions for such sale, but all such terms and conditions must be consistent with the terms and conditions of this Resolution, including without limitation, the interest rate or rates on the Bonds which shall not exceed the maximum rate of interest for the Bonds authorized pursuant to this Resolution.

SECTION 7. Prior to the delivery of the Bonds the Secretary-Treasurer shall be authorized to obtain a legal opinion as to the validity of the Bonds from Barnes & Thornburg LLP, bond counsel for the Authority, and to furnish such opinion to the purchaser or purchasers of the

Bonds. The cost of such opinion shall be considered as part of the costs incidental to the issuance of the Bonds and shall be paid out of proceeds of said Bonds.

SECTION 8. If the Controller, with the advice of the Municipal Advisor to the Authority, determines that market conditions at the time of the sale of the Bonds are such that the Authority is able to finance the Project and related expenses by issuing Bonds in an aggregate principal amount which is less than \$69,000,000, then the Controller, on behalf of the Authority, shall provide for the sale of, and the Authority shall issue, such lesser principal amount of Bonds.

SECTION 9. The President or any officer of the Authority or the Controller is authorized and directed to take all steps necessary to procure a rating on the Bonds and/or obtain bond insurance and/or a reserve fund policy for the Bonds to the extent such officer determines, with the advice of the Municipal Advisor, that such rating, insurance, and/or reserve fund policy may be in the best interest of the Authority.

SECTION 10. Each Officer of the Authority and the Controller is hereby authorized and directed to take all such actions and to execute all such instruments as such Officer or Officers deem necessary or desirable to carry out the transactions contemplated by this Resolution, including executing a Continuing Disclosure Contract with respect to the Bonds in compliance with the Rule, in such forms as the Officer or Officers executing the same shall deem proper, to be evidenced by the execution thereof. Any such documents heretofore executed and delivered and any such actions heretofore taken be, and the same hereby are, ratified and approved.

SECTION 11. This Resolution and the Indenture upon execution shall constitute a contract between the Authority and the holders of the Bonds, and, after the issuance of the Bonds, this Resolution shall not be repealed or amended in any respect which would adversely affect the rights of such holders so long as the Bonds, or the interest thereon remains unpaid.

SECTION 12. This Resolution shall be in full force and effect from and after its passage by the Authority.

ADOPTED at a meeting of the South Bend Redevelopment Authority held on February 10, 2023, in the BPW Conference Room of the County-City Building, 227 West Jefferson Boulevard, South Bend, Indiana, 46601.

SOUTH BEND REDEVELOPMENT
AUTHORITY

Richard Klee, President

ATTEST:

Anthony Fitts, Secretary

DMS 25241798v2